#### EXHIBIT A

**Proposed Order** 

## IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

	Ref. Docket No
Debtors.	(Jointly Administered)
WINC, INC., et al., 1	Case No. 22-11238 (LSS)
In re:	Chapter 11

# ORDER AUTHORIZING REJECTION OF CERTAIN EXECUTORY CONTRACTS <u>EFFECTIVE AS OF THE REJECTION DATE</u>

Upon consideration of the *Debtors' Second Omnibus Motion for Order Authorizing Rejection of Executory Contracts Effective as of the Rejection Date* (the "Motion")<sup>2</sup> filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012; and the Court having found that venue of the Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given; and a hearing having been held to consider the relief requested in the Motion; and the Court having found and

<sup>&</sup>lt;sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors' mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

<sup>&</sup>lt;sup>2</sup> All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

#### IT IS HEREBY ORDERED THAT:

- 1. The Motion is GRANTED as set forth herein.
- 2. The Rejected Contracts listed on <u>Schedule 1</u> hereto are hereby rejected, effective as of January 31, 2023.
- 3. Nothing herein shall prejudice the rights of the Debtors to assert that any of the Rejected Contracts were terminated prior to the Rejection Date, or that any claim for damages arising from the rejection of any of the Rejected Contracts are limited to the remedies available under any applicable termination provision of such lease or contract, as applicable, or that any such claim is an obligation of a third party, and not that of the Debtors or their estates, or to otherwise contest any claims that may be asserted in connection with any of the Rejected Agreements. Further, nothing herein shall prejudice any party's rights to assert that any of the Rejected Contracts are not, in fact, executory contracts under Bankruptcy Code section 365.
- 4. Nothing in the Motion or this Order shall be deemed or construed as an approval of an assumption of any lease or contract pursuant to section 365 of the Bankruptcy Code, and all such rights are reserved.
- 5. To the extent that Bankruptcy Rule 6004(h) is applicable, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
- 6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

7. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

#### **SCHEDULE 1**

Rejected Contracts<sup>1</sup>

<sup>&</sup>lt;sup>1</sup> For the avoidance of doubt, the executory contracts to be rejected includes any and all addendums, amendments, modifications, schedules, and supplements related to the Rejected Contracts identified herein.

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1 I I I I I I I I I I I I I I I I I I I	5 ANGLES II LLC 865 PALMER AVE, STE 104 LARCHMONT, NY 10538 5 ANGLES II LLC 865 PALMER AVE, STE 104 LARCHMONT, NY 10538 500 STARTUPS IP	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS AGREEMENT DTD 4/6/2021  FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023  January 31, 2023
1 I I 1 1 2 I 5	LARCHMONT, NY 10538  5 ANGLES II LLC  865 PALMER AVE, STE 104  LARCHMONT, NY 10538  500 STARTUPS IP	AGREEMENT DTD 4/6/2021  FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
1 1 2 I 5	5 ANGLES II LLC 865 PALMER AVE, STE 104 LARCHMONT, NY 10538 500 STARTUPS IP	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
2 I 5	.865 PALMER AVE, STE 104 LARCHMONT, NY 10538 500 STARTUPS IP		January 31 2023
2 I	LARCHMONT, NY 10538 500 STARTUPS IP		January 31 2023
5	500 STARTUPS IP	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	Ianuary 31 2023
			January 31, 2023
Δ	1163 HUBBARTT DRIVE		
		SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
3 F	PALO ALTO, CA 94306	AGREEMENT DTD 4/6/2021	January 31, 2023
	AMBROSI, LOLA L.	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
	ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION	January 31, 2023
	AMPLIFY LA CAPITAL II LLC	CELVEN THE A MEN DEED A DESCRIPTION OF DEPARTMENT OF THE PROPERTY OF THE PROPE	
	600 MAIN ST	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
5	VENICE, CA 90401	AGREEMENT DTD 4/6/2021	January 31, 2023
	AMPLIFY LA OPPORTUNITY FUND LP		
	600 MAIN ST	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
	VENICE, CA 90401	AGREEMENT DTD 4/6/2021	1 21 2022
	ASCENTIS CORPORATION	AGREEMENT DTD 4/0/2021	January 31, 2023
	1995 SINGLETREE LANE, SUITE 400		
	EDEN PRAIRIE, MN 55344	MASTER SERVICES AGREEMENT DTD 9/24/2019	January 31, 2023
	ASCENTIS CORPORATION	WASTER SERVICES AGREEMENT DTD 9/24/2019	January 31, 2023
	1995 SINGLETREE LANE, SUITE 400		
	EDEN PRAIRIE, MN 55344	ORDER FORM DTD 6/12/2020 RE: MSA	January 31, 2023
	AT&T WIRELESS	ORDER I ORNI D'ID 0/12/2020 RE. MS/I	January 51, 2025
	PO BOX 6463		
	CAROL STREAM, IL 60197-6463	PHONE INVOICE #287267902693X11102022 DTD 11/02/2022	January 31, 2023
	ATTICUS PUBLISHING LLC		
	F/S/O DUNCAN PENN		
	ATTN SPENCER ROEHRE		
l l	1141 CLENCOE AVE, UNIT 209		
	MARINA DEL REY, CA 90292	COLLABORATION AGREEMENT DTD 2/1/2019	January 31, 2023
	BAHRI, LINA	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
	ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION	January 31, 2023

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	BECK, LAUREN	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
12	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 3/31/2016	January 31, 2023
12	[ADDRESS AVAILEADED OF ON REQUEST]	ARBITRATION DID 3/31/2010	3anuary 31, 2023
	BELL, LISA	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
13	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 6/10/2021	January 31, 2023
13	BEN VAN DE BUNT & LAURA FOX LIV	TROTTION DID 0/10/2021	5411441 y 51, 2025
	TRUST		
	518 GEORGINA AVENUE	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
14	SANTA MONICA, CA 90402	AGREEMENT DTD 4/6/2021	January 31, 2023
1	BENCEL, AUDREY	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	5411441 y 51, 2025
15	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 12/28/2021	January 31, 2023
10	BERESFORD, HEATHER	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	5 and any 51, 2025
16	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 9/28/2016	January 31, 2023
	BESSEMER VENTURE PARTNERS VIII		0 1, 2020
	INSTITUTIONAL LP		
	C/O BESSEMER VENTURES		
	535 MIDDLEFIELD RD, STE 245	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
17	MENLO PARK, CA 94025	AGREEMENT DTD 4/6/2021	January 31, 2023
	BESSEMER VENTURE PARTNERS VIII		,
	INSTITUTIONAL LP		
	C/O BESSEMER VENTURES		
	535 MIDDLEFIELD RD, STE 245	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
18	MENLO PARK, CA 94025	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023
	BISETTI, VANESSA	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	•
19	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 3/18/2021	January 31, 2023
	BOSHART, HARVEY	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	•
20	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	BRAULT, CAROL	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
21	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 2/7/2018	January 31, 2023
	BRENER INTERNATIONAL GROUP LLC		
	421 N BEVERLY DR	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
22	BEVERLY HILLS, CA 90210	AGREEMENT DTD 4/6/2021	January 31, 2023
	BURNS, BRANDON	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
23	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 2/2/2022	January 31, 2023
	BURNS, BRANDON	INTELLECTUAL PROPERTY ASSIGNMENT & CONFIDENTIAL	
24	[ADDRESS AVAILABLE UPON REQUEST]	INFORMATION AGREEMENT DTD 2/7/2022	January 31, 2023

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	C2 CLUB W HOLDINGS LLC		
	C/O CROSSCUT VENTURES		
	ATTN RICK L SMITH		
	373 ROSE AVE	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
25	VENICE, CA 90291	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023
	C2 CLUB W HOLDINGS LLC		
	C/O CROSSCUT VENTURES		
	ATTN RICK L SMITH		
	373 ROSE AVE	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
26	VENICE, CA 90291	AGREEMENT DTD 4/6/2021	January 31, 2023
	C2 CLUB W SPV LLC		
	C/O CROSSCUT VENTURES		
	ATTN RICK L SMITH		
	373 ROSE AVE	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
27	VENICE, CA 90291	AGREEMENT DTD 4/6/2021	January 31, 2023
	C2 CLUB W SPV LLC		
	C/O CROSSCUT VENTURES		
	ATTN RICK L SMITH		
	373 ROSE AVE	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
28	VENICE, CA 90291	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023
	CACTUS MEDIA		
	176 N. OLD WOODWARD		
29	BIRMINGHAM, MI 48009	MAIN ONLINE WINESALE INVOICE	January 31, 2023
	CAMBERG, JULIE TERRIANN	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
30	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 10/31/2015	January 31, 2023
	CENTRAL VALLEY ADMINISTRATORS INC		
	3115 OCEAN FRONT WALK SUITE 301	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
31	MARINA DEL RAY, CA 90292	AGREEMENT DTD 4/6/2021	January 31, 2023
31	CESTONE, VINCENT, II	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	- Variatry 31, 2023
32	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
			, , , , , , ,
	CFT CLEAR FINANCE TECHNOLOGY CORP		
	2810 N CHURCH ST #68100	DTC REVENUE SHARING AGREEMENT (ADVANCE #21538) DTD	
33	WILMINGTON, DE 19802-4447	5/30/2022	January 31, 2023

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	CITY NATIONAL BANK		
	ATTN GLORIA A GUITERREZ		
	555 S FLOWER, 12TH FL		
34	LOS ANGELES, CA 90071	ESCROW AGREEMENT DTD 5/12/2021	January 31, 2023
	CLARK, TARA		
35	[ADDRESS AVAILABLE UPON REQUEST]	RETENTION BONUS AGREEMENT DTD 9/12/2022	January 31, 2023
	CLARK, TARA	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
36	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 12/15/2021	January 31, 2023
	COLON, JEANKARLO	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
37	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 11/27/2019	January 31, 2023
	COMEX CONSULTING, S.L.		
	ATTN: EDWARD FIELD		
	PLAZA CASTELLINI, 9-1 IZ		
	CARTEGENA 20301		
	SPAIN		
	-AND-		
	C/O JAMES F. MCCAULEY		
	RICHARDS, LAYTON & FINGER, P.A.		
	920 NORTH KING STREET		
38	WILMINGTON, DE 19801	CONSULTING AGREEMENT DATED AS OF May 12, 2021	January 31, 2023
	COMPINTELLIGENCE INC.		
	ATTN PRESIDENT		
	56 DRIFTWAY LN	STATEMENT OF WORK DTD 12/1/2022 RE: MASTER CONSULTING	
39	NEW CANAAN, CT 06840	AGMT	January 31, 2023
	COMPINTELLIGENCE INC.		
	ATTN PRESIDENT		
	56 DRIFTWAY LN		
40	NEW CANAAN, CT 06840	MASTER SERVICES AGREEMENT DTD 7/16/2021	January 31, 2023
	COMPINTELLIGENCE INC.		
	ATTN PRESIDENT		
	56 DRIFTWAY LN		
41	NEW CANAAN, CT 06840	STATEMENT OF WORK #1 DTD 7/16/2021 RE: MSA DTD 7/16/2021	January 31, 2023
	CONCUR TECHNOLOGIES INC.		
	601 108TH AVENUE NE SUITE 1000		
42	BELLEVUE, WA 98004	ORDER FORM DTD 12/18/2021	January 31, 2023

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	CROSSCUT VENTURES 2 LP		
	C/O CROSSCUT VENTURES		
	ATTN RICK L SMITH		
	373 ROSE AVE	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
43	VENICE, CA 90291	AGREEMENT DTD 4/6/2021	January 31, 2023
	CROSSCUT VENTURES 2 LP		
	C/O CROSSCUT VENTURES		
	ATTN RICK L SMITH		
	373 ROSE AVE	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
44	VENICE, CA 90291	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023
		SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
45	CSABA & JUDY KONKOLY FAMILY TRUST	AGREEMENT DTD 4/6/2021	January 31, 2023
	DANIEL GALBREATH NICHOLS REV TR		
	4500 CHERRY CREEK DRIVE SOUTH		
	SUITE 625	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
46	DENVER, CO 80246	AGREEMENT DTD 4/6/2021	January 31, 2023
	DATZ, NICOLE		
47	[ADDRESS AVAILABLE UPON REQUEST]	RETENTION BONUS AGREEMENT DTD 9/12/2022	January 31, 2023
	DATZ, NICOLE	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
48	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 1/19/2022	January 31, 2023
	DAUGHERTY, ROBERT	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
49	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 2/13/2017	January 31, 2023
	DEMING, TORI	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
50	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 9/6/2017	January 31, 2023
	DIVIRGILIO, PAUL JOSEPH	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
51	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 5/19/2016	January 31, 2023
	DOLLARHYDE, GREG	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
52	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	DOLWANI, JAI	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
53	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION	January 31, 2023
		SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
54	DOROTHY A NICHOLS TRUST DTD 6/29/2012	AGREEMENT DTD 4/6/2021	January 31, 2023

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	I	-
DREAM CATCHER INVESTMENTS LTD (RVI)		
` '		
INTERNATIONAL COMMERCE CENTRE		
1 AUSTIN ROAD WEST KOWLOON		
HONG KONG	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
CHINA	AGREEMENT DTD 4/6/2021	January 31, 2023
DREAM CATCHER INVESTMENTS		
SUITE 8101, LEVEL 81,		
INTERNATIONAL COMMERCE CENTRE		
1 AUSTIN ROAD WEST KOWLOON		
HONG KONG	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
CHINA	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023
` '		
	AGREEMENT DTD 4/6/2021	January 31, 2023
` '		
		1 21 2022
	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023
	CEVENTH AMENDED & DECTATED INVESTADE DIGHTS	
		January 21, 2022
		January 31, 2023
		January 31, 2023
[ADDRESS AVAILABLE UPON REQUEST]	ANDITIVATION	January 31, 2023
F*TRADE FINANCIAL CORP SERVICES INC		
	AMENDMENT #1 TO EQUITY EDGE ONLINE FOR PARTIALLY	
ALPHARETTA, GA 30005	OUTSOURCED PRIVATE CLIENTS AGREEMENT DTD 8/19/2021	January 31, 2023
	I AUSTIN ROAD WEST KOWLOON HONG KONG CHINA  DREAM CATCHER INVESTMENTS SUITE 8101, LEVEL 81, INTERNATIONAL COMMERCE CENTRE I AUSTIN ROAD WEST KOWLOON HONG KONG CHINA  DREAMER PATHWAY LTD (BVI) SUITE 8101, LEVEL 81, INTERNATIONAL COMMERCE CENTRE I AUSTIN ROAD WEST KOWLOON HONG KONG CHINA  DREAMER PATHWAY LTD (BVI) SUITE 8101, LEVEL 81, INTERNATIONAL COMMERCE CENTRE I AUSTIN ROAD WEST KOWLOON HONG KONG CHINA  DREAMER PATHWAY LTD (BVI) SUITE 8101, LEVEL 81, INTERNATIONAL COMMERCE CENTRE I AUSTIN ROAD WEST KOWLOON HONG KONG CHINA  DRESSELHAUS VENTURES 2 GMBH NOVALISSTR. 12 BERLIN 10115 GERMANY DUKES, DANTENEA [ADDRESS AVAILABLE UPON REQUEST]  E*TRADE FINANCIAL CORP SERVICES INC ATTN PRESIDENT 3 EDISON DR	SUITE 8101, LEVEL 81, INTERNATIONAL COMMERCE CENTRE 1 AUSTIN ROAD WEST KOWLOON HONG KONG CHINA DREAM CATCHER INVESTMENTS SUITE 8101, LEVEL 81, INTERNATIONAL COMMERCE CENTRE 1 AUSTIN ROAD WEST KOWLOON HONG KONG CHINA DREAMER PATHWAY LTD (BVI) SUITE 8101, LEVEL 81, INTERNATIONAL COMMERCE CENTRE 1 AUSTIN ROAD WEST KOWLOON HONG KONG CHINA DREAMER PATHWAY LTD (BVI) SUITE 8101, LEVEL 81, INTERNATIONAL COMMERCE CENTRE 1 AUSTIN ROAD WEST KOWLOON HONG KONG CHINA DREAMER PATHWAY LTD (BVI) SUITE 8101, LEVEL 81, INTERNATIONAL COMMERCE CENTRE 1 AUSTIN ROAD WEST KOWLOON HONG KONG CHINA DREAMER PATHWAY LTD (BVI) SUITE 8101, LEVEL 81, INTERNATIONAL COMMERCE CENTRE 1 AUSTIN ROAD WEST KOWLOON HONG KONG CHINA DRESSELHAUS VENTURES 2 GMBH NOVALISSTR. 12 BERLIN 10115 SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS AGREEMENT DTD 4/6/2021  FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021  SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021  COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL & ARBITRATION  E*TRADE FINANCIAL CORP SERVICES INC ATTN PRESIDENT 3 EDISON DR  AMENDMENT #1 TO EQUITY EDGE ONLINE FOR PARTIALLY

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	E*TRADE FINANCIAL CORP SERVICES INC		
	ATTN PRESIDENT		
	3 EDISON DR	EQUITY EDGE ONLINE FOR PARTIALLY OUTSOURCED PRIVATE	
62	ALPHARETTA, GA 30005	CLIENTS AGREEMENT DTD 5/17/2021	January 31, 2023
	EDDY, JONATHAN	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	j
63	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 12/23/2021	January 31, 2023
	ELIAS, DERON, JR	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
64	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 8/19/2021	January 31, 2023
	ELLS, VALERIE	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
65	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	ERIC & LAURA LAMISON FAMILY TRUST		
	ATTN ERIC LAMISON, TTEE		
	516 DALEWOOD DR	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
66	ORINDA, CA 94563	AGREEMENT DTD 4/6/2021	January 31, 2023
	ESPARZA, IRMA	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
67	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 1/18/2016	January 31, 2023
	ESSIN, WILL	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
68	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	FIELD, EDWARD		
	C/O JAMES F. MCCAULEY, ESQ.		
	RICHARDS, LAYTON & FINGER, P.A.		
	920 NORTH KING STREET		
69	WILMINGTON, DE 19801	PERSONAL GOODWILL PURCHASE AGREEMENT DTD 5/12/2021	January 31, 2023
	FIORINO, ALLIE	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
70	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 6/14/2021	January 31, 2023
	FLORES, FAITH		
71	[ADDRESS AVAILABLE UPON REQUEST]	RETENTION BONUS AGREEMENT DTD 9/12/2022	January 31, 2023
	FREY, LEONA	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
72	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 11/12/2019	January 31, 2023
	GENESEN, TRACY	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
73	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	GOBLUE VENTURES LLC		
	1865 PALMER AVE, STE 104	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
74	LARCHMONT, NY 10538	AGREEMENT DTD 4/6/2021	January 31, 2023

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	GOBLUE VENTURES LLC		
	1865 PALMER AVE, STE 104	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
75	LARCHMONT, NY 10538	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023
	GOLDENBERG, ADAM	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
76	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	GRACE, MADISON	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
77	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 2/20/2020	January 31, 2023
	GRAVES, GREGORY	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
78	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	GREGG & AMY BOGOST JOINT REV TR		
	ATTN GREGG BOGOST, TTEE		
	6203 S HIGHLANDS AVE	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
79	MADISON, WI 53705	AGREEMENT DTD 4/6/2021	January 31, 2023
	GRIMES, DENNIS C	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
80	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 8/15/2021	January 31, 2023
	GUILD CAPITAL - CLUB W LLC		
	444 N MICHIGAN AVE, STE 650	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
81	CHICAGO, IL 60611-3933	AGREEMENT DTD 4/6/2021	January 31, 2023
	H. BARTON CO-INVEST FUND LLC		
	C/O INCORPORATING SERVICES LTD		
	3500 S DUPONT HWY	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
82	DOVER, DE 19901	AGREEMENT DTD 4/6/2021	January 31, 2023
	HERNANDEZ, XOCHITL	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
83	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 4/9/2020	January 31, 2023
	HODGE, PAUL W	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
84	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	HOFFMAN, SHEP	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
85	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	HOLLERBACH, MARCEL	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
86	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	INCHAUSTE, ANGELLI	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
87	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 6/14/2021	January 31, 2023
	JACKSON, ELIZABETH	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
88	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 11/24/2020	January 31, 2023
	JAMES J & ERICA S FRANK (JTWROS)	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
89	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023

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	JAMES J TIAMPO MONEY PURCHASE PLAN		
	& TR (KEOGH)		
	ATTN: JAMES J TIAMPO, TTEE		
	PO BOX 2430	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
90	BLAINE, WA 98231-2430	AGREEMENT DTD 4/6/2021	January 31, 2023
	JAN VENTURES LLC		,
	ATTN: ANDREW NIGRELLI		
	262 WINTER ST.	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
91	WESTON, MA 02493	AGREEMENT DTD 4/6/2021	January 31, 2023
	JENSON, PAUL	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	•
92	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 9/29/2016	January 31, 2023
	JONES, VONETTA	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	,
93	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 11/10/2016	January 31, 2023
	JORDAN, JAMES BUCKLEY	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
94	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
		SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
95	JOSH SPEAR LLC	AGREEMENT DTD 4/6/2021	January 31, 2023
	KEATING, KATHERINE	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
96	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 3/8/2021	January 31, 2023
	KENNEDY, SCOTT	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
97	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 5/19/2022	January 31, 2023
	KESTREL FLIGHT FUND LLC		
	ATTN ALBERT HANSER, MANAGING		
	PARTNER		
	149 MEADOWBROOK RD	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
98	WESTON, MA 02493	AGREEMENT DTD 4/6/2021	January 31, 2023
	KNUTSEN, TOM	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
99	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 2/22/2017	January 31, 2023
	KRAM, NATALIE	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
100	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 2/25/2021	January 31, 2023
		SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
101	KUKAC LIMITED	AGREEMENT DTD 4/6/2021	January 31, 2023
	LAPORTE, JACQUELINE	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
102	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 7/31/2019	January 31, 2023
	LEE, JAE	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
103	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 5/10/2021	January 31, 2023

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	LIBRIZZI, JUDE	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
104	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 6/23/2022	January 31, 2023
	LIEBERMAN, LEONARD	SEVENTH AMENDED & RESTATED INVESTORS'	
105	[ADDRESS AVAILABLE UPON REQUEST]	RIGHTSAGREEMENT DTD 4/6/2021	January 31, 2023
	LIN, PATRICK	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
106	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	LINKEDIN		
	1000 W. MAUDE AVENUE		
107	SUNNYVALE, CA 94085	ORDER FORM RE: #FLD7502607293	January 31, 2023
	LOS FIELDS, INC. (F/K/A NATURAL		
	MERCHANTS, INC.)		
	FIELD, EDWARD		
	C/O JAMES F. MCCAULEY, ESQ.		
	RICHARDS, LAYTON & FINGER, P.A.		
	920 NORTH KING STREET		
108	WILMINGTON, DE 19801	ASSET PURCHASE AGREEMENT DTD 5/12/2021	January 31, 2023
	LOS FIELDS, INC. (F/K/A NATURAL		
	MERCHANTS, INC.)		
	FIELD, EDWARD		
	C/O JAMES F. MCCAULEY, ESQ.		
	RICHARDS, LAYTON & FINGER, P.A.		
	920 NORTH KING STREET	FIRST AMENDMENT TO ASSET PURCHASE AGREEMENT DTD	
109	WILMINGTON, DE 19801	8/3/2022	January 31, 2023
		SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
110	LOTUS CAPITAL LLC	AGREEMENT DTD 4/6/2021	January 31, 2023
	MADISON TRUST CO, CUSTODIAN		
	F/B/O MICHAEL MALOUF		
	401 E 8TH ST, STE 200	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
111	SIOUX FALLS, SD 57103	AGREEMENT DTD 4/6/2021	January 31, 2023
	MASTERCARD INTERNATIONAL INC		
	2000 PURCHASE STREET	APPENDIX A INITIAL INSERTION ORDER DTD 11/17/2021 RE:	
112	PURCHASE, NY 10577	MASTER MERCHANT PARTICIPATION AGREEMENT DTD 6/11/2020	January 31, 2023
	MASTERCARD INTERNATIONAL INC		
	2000 PURCHASE STREET	APPENDIX A INITIAL INSERTION ORDER DTD 3/21/2022 RE: MASTER	
113	PURCHASE, NY 10577	MERCHANT PARTICIPATION AGREEMENT DTD 6/11/2020	January 31, 2023
	MATTSON, CHRIS	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
114	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 12/17/2021	January 31, 2023

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	MATYKA, DOMINIK	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
115	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	MCCORMICK, ANDREW	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	,
116	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	MCCREARY, DEX	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
117	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 11/26/2018	January 31, 2023
	MCCUE, JACK	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	•
118	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	MCFARLANE FAMILY TRUST	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	•
119	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	MCFARLANE, GEOFFREY	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
120	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	MCGREGOR, ANASTASIA	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
121	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 12/16/2020	January 31, 2023
	MCGUIRE, JAMES SCOTT	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
122	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	MELVIN, VERAN	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
123	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 7/5/2021	January 31, 2023
	MERICKA, LINDSEY	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
124	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 5/6/2022	January 31, 2023
	MESSINA, RICHARD	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
125	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	MILLER FAMILY WINE COMPANY, LLC		
	2717 AVIATION WAY, SUITE 101	CONTRACT NO. 21WINCCSPNVL3YRF: PRE-HARVEST BULK WINE	
126	SANTA MARIA, CA 93455	PURCHASE AND SALE AGREEMENT DTD 6/1/2021	January 31, 2023
	MILLER FAMILY WINE COMPANY, LLC		
	2717 AVIATION WAY, SUITE 101	ADDENDUM A TO PRE-HARVEST BULK WINE PURCHASE AND	
127	SANTA MARIA, CA 93455	SALE AGREEMENT DTD 10/18/2022	January 31, 2023
	MILLER FAMILY WINE COMPANY, LLC		
	2717 AVIATION WAY, SUITE 101	ADDENDUM TO PAYMENT TERMS ON ALL CONTRACTS EFFECTIVE	
128	SANTA MARIA, CA 93455	IMMEDIATELY DTD 12/5/2022	January 31, 2023
	MILLER FAMILY WINE COMPANY, LLC		
	2717 AVIATION WAY, SUITE 101		
129	SANTA MARIA, CA 93455	ALTERNATING PROPRIETOR AGREEMENT DTD 7/1/2020	January 31, 2023
	MILLER FAMILY WINE COMPANY, LLC		
	2717 AVIATION WAY, SUITE 101	AP PROCESSING AGREEMENT (BULK WINE OR JUICE) DTD JULY 1,	
130	SANTA MARIA, CA 93455	2020	January 31, 2023

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	MILLER FAMILY WINE COMPANY, LLC	CONTRACT NO. ADDENDUM A 21WINCCSPNVL3YR: PRE-HARVEST	
	2717 AVIATION WAY, SUITE 101	BULK WINE PURCHASE AND SALE AGREEMENT ADDENDUM A	
131	SANTA MARIA, CA 93455	DTD 6/1/2021	January 31, 2023
	MILLER FAMILY WINE COMPANY, LLC		<u> </u>
	2717 AVIATION WAY, SUITE 101		
132	SANTA MARIA, CA 93455	BOTTLING AGREEMENT DTD 7/1/2020	January 31, 2023
	MILLER FAMILY WINE COMPANY, LLC		-
	2717 AVIATION WAY, SUITE 101		
133	SANTA MARIA, CA 93455	ALTERNATING PROPRIETOR AGREEMENT DTD 7/1/2021	January 31, 2023
	MILLER FAMILY WINE COMPANY, LLC		
	2717 AVIATION WAY, SUITE 101		
134	SANTA MARIA, CA 93455	BOTTLING AGREEMENT DTD 7/1/2021	January 31, 2023
	MILLER FAMILY WINE COMPANY, LLC		
	2717 AVIATION WAY, SUITE 101	PRE-HARVEST BULK WINE PURCHASE AND SALE AGREEMENT#	
135	SANTA MARIA, CA 93455	21WINCCSPNVL3YR DTD 8/5/2021	January 31, 2023
	MILLER FAMILY WINE COMPANY, LLC		
	2717 AVIATION WAY, SUITE 101		
136	SANTA MARIA, CA 93455	AP PROCESSING AGREEMENT (BULK WINE OR JUICE) DTD 7/1/2021	January 31, 2023
	MORRIS, ASHLEY	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
137	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 8/5/2021	January 31, 2023
	NATURAL MERCHANTS INC		
	C/O ROBERT WEINBERGER LAW PC		
	ATTN ROBERT K WEINBERGER, ESQ		
	1340 E 6TH ST, STE 603		
138	LOS ANGELES, CA 90021	ESCROW AGREEMENT DTD 5/12/2021	January 31, 2023
	NATURAL MERCHANTS INC		
	C/O ROBERT WEINBERGER LAW PC		
	ATTN ROBERT K WEINBERGER, ESQ		
	1340 E 6TH ST, STE 603	FIRST AMENDMENT TO ASSET PURCHASE AGREEMENT DTD	
139	LOS ANGELES, CA 90021	8/3/2022	January 31, 2023
	NATURAL MERCHANTS INC		
	C/O ROBERT WEINBERGER LAW PC		
	ATTN ROBERT K WEINBERGER, ESQ		
	1340 E 6TH ST, STE 603		
140	LOS ANGELES, CA 90021	ASSET PURCHASE AGREEMENT DTD 5/12/2021	January 31, 2023
		SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
141	NEW DIRECTION IRA	AGREEMENT DTD 4/6/2021	January 31, 2023

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	NICHOLS, RANDY	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
142	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	NORTH RIM INVESTMENTS LLC		,
	105 FIELDSON DR	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
143	MILLEDGEVILLE, GA 31061	AGREEMENT DTD 4/6/2021	January 31, 2023
	NUSSEN, ERICA	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	,
144	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 1/14/2016	January 31, 2023
	NUVIEW IRA FBO JOHN SEABERN		
	14 WALNUT AVE	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
145	MILL VALLEY, CA 94941	AGREEMENT DTD 4/6/2021	January 31, 2023
	NYSE AMERICAN LLC		
	74 TRINITY PLACE		
146	NEW YORK, NY 10066	NYSE AMERICAN LISTING AGREEMENT DTD 11/4/2021	January 31, 2023
	OGAHAYON, REGHIE		•
147	[ADDRESS AVAILABLE UPON REQUEST]	CONSULTING AGREEMENT DTD 5/2/2022	January 31, 2023
	PATRICK M FALLE LIVING TRUST		
	4654 WOODLAND HILLS DRIVE	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
148	ROHCESTER HILLS, MI 48306	AGREEMENT DTD 4/6/2021	January 31, 2023
	PHELPS, DENNIS	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	•
149	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	PIGGOTT, BENJAMIN	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
150	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	PREDAINA, MATT	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
151	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 9/28/2016	January 31, 2023
	RAMSEUR, ELIZABETH	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
152	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 1/15/2021	January 31, 2023
	RANDSTAD		
	PO BOX 894217		
153	LOS ANGELES, CA 90189-4217	SERVICE TERMS DTD 1/05/2017	January 31, 2023
	RATLIFF, KEN E	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
154	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 12/11/2021	January 31, 2023
	REASONOVER, RICHARD	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
155	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 10/18/2021	January 31, 2023
	RESSLER, DON	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
156	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	RESTA, LEE	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
157	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023

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	REYES, OTILIA	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
158	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 3/18/2022	January 31, 2023
	RICE WINE VENTURES LLC		-
	C/O COOL JAPAN FUND INC		
	17F ROPPONGI HILLS MORI TWR		
	6-10-1 ROPPONGI, MINATO-KU		
	TOKYO 106-6117	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
159	JAPAN	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023
	RICE WINE VENTURES LLC		-
	C/O COOL JAPAN FUND INC		
	17F ROPPONGI HILLS MORI TWR		
	6-10-1 ROPPONGI, MINATO-KU		
	TOKYO 106-6117	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
160	JAPAN	AGREEMENT DTD 4/6/2021	January 31, 2023
		SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
161	RINCON LLC	AGREEMENT DTD 4/6/2021	January 31, 2023
	ROBERT TALLMAN NICHOLS REV TR DTD		-
	9/28/2012		
	1751 BERKELEY ST STUDIO 3	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
162	SANTA MONICA, CA 90404	AGREEMENT DTD 4/6/2021	January 31, 2023
	RUBIN, HOWARD	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
163	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	RUNCKEL, ALISHA	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
164	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	SAKE VENTURES LLC		
	C/O COOL JAPAN FUND INC		
	17F ROPPONGI HILLS MORI TWR		
	6-10-1 ROPPONGI, MINATO-KU		
	TOKYO 106-6117	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
165	JAPAN	AGREEMENT DTD 4/6/2021	January 31, 2023
	SAKE VENTURES LLC		
	C/O COOL JAPAN FUND INC		
	17F ROPPONGI HILLS MORI TWR		
	6-10-1 ROPPONGI, MINATO-KU		
	TOKYO 106-6117	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
166	JAPAN	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023

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	SARAIYA, NAISHADH	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
167	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
107	SCHOTT, MADISON	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	January 31, 2023
168	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 5/10/2021	January 21, 2022
108	` ;		January 31, 2023
1.60	SCHWANHAEUSER, THOMAS	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	1 21 2022
169	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
1-0		SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
170	SCHWARTZ FAMILY TRUST	AGREEMENT DTD 4/6/2021	January 31, 2023
	SCOTT M HEMMING & LIESL A MAGGIORE	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
171	REV LIV TR	AGREEMENT DTD 4/6/2021	January 31, 2023
	SEELYE, STEVE	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
172	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 1/16/2020	January 31, 2023
	SERI-LEVI, EITAN	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
173	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 9/14/2018	January 31, 2023
	SHININGWINE LIMITED (BVI)		
	SUITE 8101, LEVEL 81,		
	INTERNATIONAL COMMERCE CENTRE		
	1 AUSTIN ROAD WEST KOWLOON		
	HONG KONG	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
174	CHINA	AGREEMENT DTD 4/6/2021	January 31, 2023
	SHININGWINE LIMITED (BVI)		
	SUITE 8101, LEVEL 81,		
	INTERNATIONAL COMMERCE CENTRE		
	1 AUSTIN ROAD WEST KOWLOON		
	HONG KONG	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
175	CHINA	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023
- / -	SHUCHAM, ROBERT	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	30.110.017 5 1, 2025
176	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	SHULEVA, BEN	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
177	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
- / /	SIEMER VENTURES II LP		3411441 5 1, 2023
	D/B/A WAVEMAKER PARTNERS II		
	1438 9TH ST	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
178	SANTA MONICA, CA 90404	AGREEMENT DTD 4/6/2021	January 31, 2023
1/0	DANTA MONICA, CA 30404	AGREEMENT DTD 4/0/2021	January 51, 2025

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	SIEMER VENTURES II LP		
	D/B/A WAVEMAKER PARTNERS II		
	1438 9TH ST	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
179	SANTA MONICA, CA 90404	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023
	SINGLA, PUNIT	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
180	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 12/15/2021	January 31, 2023
	SLP VENTURES II LLC		
	500 S GRAND AVE, STE 1310	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
181	LOS ANGELES, CA 90071	AGREEMENT DTD 4/6/2021	January 31, 2023
		SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
182	SMASH MEDIA LLC	AGREEMENT DTD 4/6/2021	January 31, 2023
	SMITH, BRIAN	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
183	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	SOLANO, KARINA	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	-
184	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 3/18/2021	January 31, 2023
	SOUARE, MAMADOU	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	·
185	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 8/17/2017	January 31, 2023
	SPECTRUM BUSINESS		·
	4145 S FALKENBURG RD		
186	RIVERVIEW, FL 33578-8652	WIFI SERVICES INVOICE# 2142325112422 DTD 11/24/2022	January 31, 2023
	STAHL, TYLER		·
187	[ADDRESS AVAILABLE UPON REQUEST]	RETENTION BONUS AGREEMENT DTD 9/14/2022	January 31, 2023
	STAHL, TYLER	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	·
188	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 12/30/2021	January 31, 2023
	STEIGERWALD, SCOTT	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	-
189	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	STUEMPFIG, ALEXANDER	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	-
190	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 9/28/2016	January 31, 2023
	TEAGUE, ROBERT TOWNSEND	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	-
191	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	THOMSON REUTERS		-
	CUSTOMER SERVICE DEPT		
	PO BOX 115008		
192	CARROLLTON, TX 75011-5008	CONSOLIDATED INVOICE #17863001 DTD 4/25/2022	January 31, 2023
	TIAMPO, JAMES J	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	2 .
193	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023

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	TIAMPO, MATTHEW	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
194	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	TIMOTHY & TAMARA JOHNSON LIV TRUST		
	2620 PACIFIC AVE B	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
195	VENICE, CA 90291	AGREEMENT DTD 4/6/2021	January 31, 2023
	TODRYK, MICHAEL	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	,
196	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	TUFFY, AUDREY		,
197	[ADDRESS AVAILABLE UPON REQUEST]	RETENTION BONUS AGREEMENT DTD 9/12/2022	January 31, 2023
	VAUGHN, ISAAC	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
198	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	VERBIER SP PARTNERSHIP LP		
	ATTN JAMES J TIAMPO, PRESIDENT		
	PO BOX 2430	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
199	BLAINE, WA 98231-2430	AGREEMENT DTD 4/6/2021	January 31, 2023
	VIOLANTE, THOMAS JOHN	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
200	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	VIOLANTE, THOMAS MICHAEL	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
201	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	VO, GINA	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
202	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 6/29/2021	January 31, 2023
	WAHOOWA VENTURES		
	1865 PALMER AVE, STE 104	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
203	LARCHMONT, NY 10538	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023
	WAHOOWA VENTURES		
	1865 PALMER AVE, STE 104	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
204	LARCHMONT, NY 10538	AGREEMENT DTD 4/6/2021	January 31, 2023
	WASH, DARRYL	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
205	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	WAVEMAKER GLOBAL SELECT LLC		
	175 GREENWICH ST	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
206	NEW YORK, NY 10007	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023
	WAVEMAKER PARTNERS V LP		
	175 GREENWICH ST	FIRST AMENDMENT TO THE SEVENTH AMENDED & RESTATED	
207	NEW YORK, NY 10007	INVESTORS' RIGHTS AGREEMENT DTD 10/6/2021	January 31, 2023

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		SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
208	WAVEMAKER WINC INVESTORS LP	AGREEMENT DTD 4/6/2021	January 31, 2023
	WELO, TOBIAS W	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
209	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	WETHERALD, THOMAS	SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
210	[ADDRESS AVAILABLE UPON REQUEST]	AGREEMENT DTD 4/6/2021	January 31, 2023
	WILEY, JORDAN	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
211	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 1/17/2019	January 31, 2023
	YANG, XUEYING	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
212	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 9/11/2021	January 31, 2023
	ZOTOVICH, RYAN	COMPREHENSIVE AGREEMENT EMPLOYMENT AT-WILL &	
213	[ADDRESS AVAILABLE UPON REQUEST]	ARBITRATION DTD 6/25/2020	January 31, 2023
		SEVENTH AMENDED & RESTATED INVESTORS' RIGHTS	
214	ZUMSEE LIMITED	AGREEMENT DTD 4/6/2021	January 31, 2023